

Brian C. Rocca, Bar No. 221576  
 brian.rocca@morganlewis.com  
 Sujal J. Shah, Bar No. 215230  
 sujal.shah@morganlewis.com  
 Michelle Park Chiu, Bar No. 248421  
 michelle.chiu@morganlewis.com  
 Minna Lo Naranjo, Bar No. 259005  
 minna.naranjo@morganlewis.com  
 Rishi P. Satia, Bar No. 301958  
 rishi.satia@morganlewis.com  
**MORGAN, LEWIS & BOCKIUS LLP**  
 One Market, Spear Street Tower  
 San Francisco, CA 94105-1596  
 Telephone: (415) 442-1000  
 Facsimile: (415) 442-1001

Richard S. Taffet, *pro hac vice*  
 richard.taffet@morganlewis.com  
**MORGAN, LEWIS & BOCKIUS LLP**  
 101 Park Avenue  
 New York, NY 10178-0060  
 Telephone: (212) 309-6000  
 Facsimile: (212) 309-6001

*Counsel for Defendants*

Glenn D. Pomerantz, Bar No. 112503  
 glenn.pomerantz@mto.com  
 Kuruvilla Olas, Bar No. 281509  
 kuruvilla.olasa@mto.com  
 Nicholas R. Sidney, Bar No. 308080  
 nick.sidney@mto.com  
**MUNGER, TOLLES & OLSON LLP**  
 350 South Grand Avenue, Fiftieth Floor  
 Los Angeles, California 90071  
 Telephone: (213) 683-9100

Kyle W. Mach, Bar No. 282090  
 kyle.mach@mto.com  
 Justin P. Raphael, Bar No. 292380  
 justin.raaphael@mto.com  
 Emily C. Curran-Huberty, Bar No. 293065  
 emily.curran-huberty@mto.com  
 Dane P. Shikman, Bar No. 313656  
 dane.shikman@mto.com  
**MUNGER, TOLLES & OLSON LLP**  
 560 Mission Street, Twenty Seventh Fl.  
 San Francisco, California 94105  
 Telephone: (415) 512-4000

Jonathan I. Kravis, *pro hac vice*  
 jonathan.kravis@mto.com  
**MUNGER, TOLLES & OLSON LLP**  
 601 Massachusetts Ave. NW, Ste 500E  
 Washington, D.C. 20001  
 Telephone: (202) 220-1100

**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

**IN RE GOOGLE PLAY STORE  
 ANTITRUST LITIGATION**

THIS DOCUMENT RELATES TO:

*In re Google Play Consumer Antitrust  
 Litigation*, Case No. 3:20-cv-05761-JD

*State of Utah et al. v. Google LLC et al.*,  
 Case No. 3:21-cv-05227-JD

Case No. 3:21-md-02981-JD

**ADMINISTRATIVE MOTION TO  
 CONSIDER WHETHER ANOTHER  
 PARTY'S MATERIALS SHOULD BE  
 SEALED RELATING TO NOTICE OF  
 FILING OF DECLARATION OF DR.  
 GREGORY K. LEONARD**

Judge: Hon. James Donato

Pursuant to Civil Local Rules 7-11 and 79-5(c-f), Defendants Google LLC, Google Ireland Limited, Google Commerce Ltd., Google Asia Pacific Pte. Ltd., and Google Payment Corp. (collectively, “Google”) respectfully submit this Administrative Motion to Consider Whether Another Party’s Material Should Be Sealed Relating to Google’s Notice of Filing of Declaration of Dr. Gregory K. Leonard In Response to Court’s Order Re Dr. Singer’s Proposed Expert Testimony (“Motion to Seal”). The excerpts at issue in this Motion to Seal are sourced from documents that are designated as “NON-PARTY HIGHLY CONFIDENTIAL – OUTSIDE COUNSEL EYES ONLY” pursuant to the Protective Order entered by the Court, ECF No. 248. A redacted version of the exhibit to Notice of Filing of Declaration of Dr. Gregory K. Leonard In Response to Court’s Order Re Dr. Singer’s Proposed Expert Testimony has been filed in accordance with the Local Rules.

Subsection (f) of Civil Local Rule 79-5 sets forth procedures that apply when a party seeks to file information designated as confidential by another party. Under subsection (e), the “motion must identify each document or portions thereof for which sealing is sought” and “serve the motion on the Designating Party the same day the motion is filed.” Pursuant to subsection (f)(1), the Designating Party has seven days to “file a statement and/or declaration” to establish why such designated material should be kept under seal pursuant to subsection (c)(1) of Civil Local Rule 79-5.

Civil Local Rule 79-5 provides that documents, or portions thereof, may be sealed if a party establishes that the documents are privileged, protectable as a trade secret, or otherwise entitled to protection under the law. A “strong presumption” of access to judicial records applies to dispositive pleadings, and a party seeking to seal those records must show “compelling reasons.” *Primus Grp., Inc. v. Inst. for Env’t Health, Inc.*, 395 F. Supp. 3d 1243, 1267 (N.D. Cal. 2019) (citations omitted). Compelling reasons justifying the sealing of court records generally exist “when such court files might have become a vehicle for improper purposes, such as the use of records to gratify private spite, promote public scandal, circulate libelous statements, or release trade secrets.” *Kamakana v. City & Cty. of Honolulu*, 447 F.3d 1172, 1179 (9th Cir. 2006)

(internal quotation marks omitted). However, “[t]he mere fact that the production of records may lead to a litigant’s embarrassment, incrimination, or exposure to further litigation will not, without more, compel the court to seal its records.” *Id.*

Google identifies the following portions of its Notice of Filing of Declaration of Dr. Gregory K. Leonard In Response to Court’s Order Re Dr. Singer’s Proposed Expert Testimony and supporting papers as containing information designated as confidential by another party:

Document	Portion Containing Designated Information	Designating Party
Exhibit 1	Page 13, Paragraph 19 (between “shares of” and “respectively as of”)	Rosetta Stone, Duolingo, and PictureThis
Exhibit 1	Page 13, Paragraph 19 (between “Duolingo (” and “versus”)	PictureThis
Exhibit 1	Page 13, Paragraph 19 (between “versus” and “) simply”	Duolingo
Exhibit 1	Page 13, Paragraph 19 (between “Rosetta Stone (versus” and “as predicted by”)	PictureThis
Exhibit 1	Page 13, Paragraph 19, Table (all figures under “Category Share” and “Logit Model’s Assumption Regarding Percentages of Switching from ‘Rosetta Stone’ to ‘Duolingo’ and ‘PictureThis – Plaintiff Identifier’” columns)	Rosetta Stone, Duolingo, and PictureThis

1 Dated: August 14, 2023

By: /s/ Sujal J. Shah  
Sujal J. Shah

2 Brian C. Rocca, Bar No. 221576  
3 brian.rocca@morganlewis.com  
4 Sujal J. Shah, Bar No. 215230  
sujal.shah@morganlewis.com  
5 Michelle Park Chiu, Bar No. 248421  
michelle.chiu@morganlewis.com  
6 Minna Lo Naranjo, Bar No. 259005  
minna.naranjo@morganlewis.com  
7 Rishi P. Satia, Bar No. 301958  
rishi.satia@morganlewis.com  
8 **MORGAN, LEWIS & BOCKIUS LLP**  
One Market, Spear Street Tower  
San Francisco, CA 94105  
9 Telephone: (415) 442-1000

10 Richard S. Taffet, *pro hac vice*  
richard.taffet@morganlewis.com  
11 **MORGAN, LEWIS & BOCKIUS LLP**  
101 Park Avenue  
12 New York, NY 10178  
Telephone: (212) 309-6000

13 Glenn D. Pomerantz, Bar No. 112503  
14 glenn.pomerantz@mto.com  
Kuruvilla Olasa, Bar No. 281509  
15 kuruvilla.olasa@mto.com  
16 **MUNGER, TOLLES & OLSON LLP**  
350 South Grand Avenue, Fiftieth Floor  
17 Los Angeles, California 90071  
Telephone: (213) 683-9100

18 Kyle W. Mach, Bar No. 282090  
kyle.mach@mto.com  
19 Justin P. Raphael, Bar No. 292380  
justin.rafael@mto.com  
20 Emily C. Curran-Huberty, Bar No. 293065  
emily.curran-huberty@mto.com  
21 **MUNGER, TOLLES & OLSON LLP**  
560 Mission Street, Twenty Seventh Floor  
22 San Francisco, California 94105  
Telephone: (415) 512-4000

23 Jonathan I. Kravis, *pro hac vice*  
jonathan.kravis@mto.com  
24 **MUNGER, TOLLES & OLSON LLP**  
601 Massachusetts Avenue NW, Suite 500E  
25 Washington, D.C. 20001  
26 Telephone: (202) 220-1100

27 *Counsel for Defendants*